

Key:

Italics = APTA Required Language. Cannot be changed.

Underlined = Can be changed.

Bylaws of VIRGINIA PHYSICAL THERAPY ASSOCIATION, INC.

Also known as APTA Virginia

Revised and Replaced: **DATE**

Article I. NAME AND RELATIONSHIP TO THE AMERICAN PHYSICAL THERAPY ASSOCIATION

Section 1: *APTA Virginia (“the Chapter”), shall be a Chapter of the American Physical Therapy Association (“Association”).*

Section 2: *The geographic jurisdiction of the Chapter shall coincide with the boundaries of the Commonwealth of Virginia.*

Article II. OBJECT AND PURPOSE

The object of the Chapter shall be the object of the Association. The Chapter shall conduct its activities in accordance with the purposes set forth in the Chapter’s corporate articles which shall be consistent with the purposes of the Association.

Article III. MEMBERSHIP

Section 1: Categories and Qualifications of Members

The Chapter membership categories and qualifications for Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, and Student Physical Therapist Assistant shall be the same as those of the Association.

In addition, the Chapter shall maintain a single Corresponding Member category for Physical Therapist, Physical Therapist Assistant, Student Physical Therapist, and Student Physical Therapist Assistant members who are not assigned to the Chapter. Corresponding members shall have the rights as stated in the Association bylaws.

Section 2. Rights of Members.

The rights of the Chapter’s members and corresponding members shall not be in conflict with those established in the Association bylaws.

Section 3. Admission to Membership.

Admission to Chapter membership is by assignment by the Association’s Board of Directors or chosen by a member as provided in the Association bylaws.

Section 4: Dues

The Board shall establish dues and may set different dues for different categories of membership. However, the Chapter dues structure shall not conflict with the Association, and Chapter dues for any dues category shall not exceed Association dues for that dues category without specific approval from the Association Board of Directors. Dues are payable following the schedule established by the Association.

Section 5. Good Standing.

A member must be a member in good standing with the Association to be a member in the Chapter. A member of the Chapter who is suspended by the Association shall have their membership rights suspended in the Chapter. Any member who is expelled from membership by the Association shall be expelled from Chapter membership.

Section 6. Disciplinary Action

The Chapter shall follow the Association's binding ethical documents and any ethics complaints against a member shall be processed in accordance with the Association's policies.

Section 7. Reinstatement

The Chapter shall reinstate members in accordance with the Association's policies. The Chapter shall not charge a reinstatement fee.

ARTICLE IV. GENERAL MEMBERSHIP MEETINGS**Section 1: Regular and Annual Meetings**

Regular meetings of the membership shall be called by the Board of Directors. Regular meetings shall be held at least annually and shall be held at such time and place as specified by the Board.

Section 2: Special Meeting(s)

Special meetings of the membership shall be called by the Board of Directors or upon request by at least five percent of the membership.

Section 3: Notice of Meeting Requirements

Notice of meetings is given pursuant to policies established by the Board of Directors or as otherwise required by applicable state law.

Section 4: Voting and Quorum

A quorum for a meeting of the Chapter membership shall consist of fifteen voting members in good standing; a majority of votes is required to carry a matter where a quorum exists, unless otherwise provided by these bylaws or applicable state law. Proxy voting is permitted at meetings of voting members. At the discretion of the Board, membership meetings may be held virtually, or decisions may be made by the membership electronically to the fullest extent allowed by law.

Article V. BOARD OF DIRECTORS

Section 1. Authority

The governing body of the Chapter is its Board of Directors, which has authority and is responsible for the governance of the Chapter.

Section 2. Composition

The Chapter Officers and Directors shall constitute the Chapter Board of Directors, hereinafter referred to as "the Board".

In the years in which there is a President-Elect who is the incumbent President, the Board shall consist of 12 members. When there is a President-elect who is not the incumbent President, the Board shall consist of 13 members.

There shall be:

- A. two Directors from each region established in the Chapter Policies, herein referred to as "Regional Director"
- B. one Director who is a PTA herein referred to as "PTA Director"
- C. five or six Chapter Officers (depending if there is a President-Elect).

Regional and PTA Directors may not serve concurrently as Chapter Officers.

Proviso:

To bridge the boards composition from the previous bylaws to these bylaws, District Directors will remain on the Board until their current term expires and will represent the region which corresponds to the district for which they were elected to serve.

Specifically:

- a. Directors elected in 2023 will remain in their seat until December 31, 2025.
- b. Directors elected in 2024 will remain in their seat until December 31, 2026.

Should vacancies arise, the Board will appoint a member to fill the vacancy if there are less than two directors representing the region.

Section 3. Officer Positions and Duties

The elected officers of the Chapter are President, President-Elect, Vice-President, Secretary, Treasurer, and Chief Delegate. The officers perform those duties that are usual to their positions and that are assigned to them by the Board. In addition, the President presides at meetings of the voting members and of the Board. The President shall be an ex officio member of all committees except the Nominating Committee. Subject to the Board's veto, the President appoints all committee chairs and members, except that of the Nominating Committee. The President-Elect shall work under and in cooperation with the President and automatically succeed to the office of President at the end of a one-year term. The Vice President acts in place of the President when the President is not available. The Secretary is responsible for minutes of the meetings of the voting membership and of the Board, as well as for overseeing the maintenance of

records of the Chapter. The Treasurer is the financial officer of the Chapter. The Chief Delegate coordinates and leads the Chapter's representation in the Association's House of Delegates.

Section 4: Qualifications

Only members of the Chapter as provided for in the Association bylaws, and who have consented to serve, shall be eligible for election to office.

Physical Therapist Assistants may hold office subject to the limitations specified in the Association bylaws.

The Chief Delegate shall have served as a delegate for at least one session of the House of Delegates in the last five years prior to running for Chief Delegate.

Section 5: Election and Term of Office

An election by the membership is held annually to choose new members of the Board.

In even-numbered years, elections shall be held for the offices of Vice-President, Treasurer, and 3 Regional Directors. In odd-numbered years, elections for President-Elect, Chief Delegate, Secretary, 3 Regional Directors and a PTA Director. For the election, or re-election of Regional Directors they shall be staggered so that there is a director elected in an odd year and one in an even year, respectively and internally identified as "Odd Year [Region Name] Director" and "Even Year [Region Name] Director". Regional Directors must reside or work in the region for which they are elected to represent. Only those eligible to vote in the respective region may vote on their corresponding Regional Director. The PTA Director and Officers may be from any region within the Chapter and will be elected by all members who are eligible to vote.

All officers and directors shall be elected to serve for a two-year term or until their successors are elected and qualified except that of the President-Elect who shall serve a one-year term, prior to automatically assuming the office of President for a subsequent two-year term.

No individual may assume two offices concurrently, except for the instances in which the President wishes to stand for election for a second term. If the President runs for, and is elected President-Elect, he or she will be seated as President for two additional years after the completion of their first term in office as President.

No member shall serve a third consecutive term in the same office. No person shall serve in any capacity on the Board for more than eight consecutive years.

An interval of two years shall elapse before a member is eligible for election to a third term in the same office or after serving eight consecutive years.

A minimum of one year shall be considered a term of office in determining eligibility for re-election.

All newly elected Officers and Directors shall assume their duties on January 1 to allow for shadowing and handoff between the incumbent and the newly elected.

Section 6: Resignations and Removals

A director may resign by providing written notice to the Board. A director may be removed with or without cause by a vote of the membership. Further, if a director resigns or is expelled from Chapter membership, such director shall automatically cease to serve as director of the Chapter.

Section 7: Vacancy

If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by the Board with the exception of the President-Elect. If the President-Elect position becomes vacant it shall be filled by a special election process to be established by the Board.

Section 8: Meetings and Actions of the Board

The Board meets at least annually at the times and places designated by the Board. Notice of meetings is given pursuant to policies established by the Board or as otherwise required by applicable state law. A majority of voting members of the Board forms a quorum, and a majority of votes is required to carry an action where a quorum is present, unless otherwise required by these bylaws or applicable state law. Proxy voting is not permitted. At the discretion of the Board, meetings may be held virtually, or decisions may be made by the Board electronically to the fullest extent allowed by law.

ARTICLE VI: COMMITTEES

Section 1: Executive Committee

The Executive Committee consists of the officers of the Chapter. Between meetings of the Board, the Executive Committee has the authority to take action consistent with established Chapter policies or decisions, and to take action on behalf of the Board in emergencies, reporting to the Board at its next succeeding meeting any action taken. Three members shall constitute a quorum for meetings of the Executive Committee.

Section 2: Finance Committee

The Finance Committee shall consist of at least three members, including the Chapter Treasurer as the chair and two members in good standing appointed by the President. The Finance Committee is responsible for advising the on matters pertaining to financial needs, growth and stability, preparation and presentation of an annual budget to the Board, investment policies, and compliance with financial obligations to the Association.

Proviso:

To bridge the Finance Committee's composition from the previous bylaws to these bylaws, District Treasurers will remain on the Finance Committee until their current term expires. Specifically:

- a. Treasurers elected in 2023 will remain in their seat until December 31, 2025.
- b. Treasurers elected in 2024 will remain in their seat until December 31, 2026.

Should vacancies arise, the President will appoint a member to fill the vacancy if there are less than three committee members.

Section 3: Nominating Committee

The Nominating Committee shall consist of four committee members, each serving a two-year term. Each region will have one representative on the Nominating Committee, elected by the respective region's memberships who are eligible to vote. There will be one committee member called a member-at-large, who will be elected by all members who are eligible to vote. The member-at-large may be located anywhere within the Chapter. Chapter Policies will define which regions will be elected in odd and even years using a staggered approach.

Newly elected members will assume their duties on January 1 to allow for shadowing and handoff between the incumbent and the newly elected.

The chair will be chosen by the Nominating Committee.

The Nominating Committee prepares a slate, oversees elections, and connects incumbents with newly elected successors for mentoring and handoff.

If a Nominating Committee member dies, resigns, is removed from office, or fails to serve, the Nominating Committee at its next scheduled meeting shall appoint an eligible member to serve the unexpired portion of the term.

Proviso:

To bridge the Nominating Committee's composition from the previous bylaws to these bylaws, Nominating Committee members will remain on the committee until their current term expires and will represent the region which corresponds to the district for which they were elected to serve. Specifically:

- a. Committee members elected in 2023 will remain in their seat until December 31, 2025.

- b. Committee members elected in 2024 will remain in their seat until December 31, 2026.

Should vacancies arise, the Nominating Committee will elect a member to fill the vacancy if there is less than one representative per region.

Section 4: APTA Ethics and Judicial Committee Liaison

The liaison shall be one member appointed by the President. The Liaison is responsible for interacting with the APTA Ethics and Judicial Committee, to refer ethics complaints to the APTA Ethics and Judicial Committee, and to promote ethics related educational resources to members.

Section 5: Other Committees

The Board may appoint such committees, task forces, or work groups as it deems necessary or advisable. All committees which consist entirely of directors shall be Board committees and shall have and exercise the authority of the Board as may be designated by the Board. All non-Board committees shall not have or exercise the authority of the Board, but may advise and make recommendations to the Board.

ARTICLE VII: REGIONS AND SPECIAL INTEREST GROUPS

Section 1: Establishment and Dissolution

The Board may establish subgroups, such as regions and special interest groups, within its territory. A region of the Chapter shall be established and/or dissolved in accordance with the rules and conditions specified by Chapter policy.

Section 2: Region Limitations

A Region shall not:

- A. Operate under policy or rules of order that are inconsistent with Chapter or Association bylaws or have not been approved by the Board.*
- B. Establish dues or levy assessments to Chapter members.*
- C. Profess or imply that it speaks for or represents the Chapter or its members unless authorized by the Board.*

Section 3: Special Interest Groups Limitations

A special interest group shall not:

- A. Operate under policy or rules of order that are inconsistent with Chapter or Association bylaws or have not been approved by the Board.*
- B. Establish dues or levy assessments to Chapter members.*
- C. Profess or imply that it speaks for or represents the Chapter or its members unless authorized by the Board.*

ARTICLE VIII. DELEGATES TO THE ASSOCIATION'S HOUSE OF DELEGATES

Section 1: Qualifications

- A. *The qualifications of delegates shall not conflict with the Association's bylaws.*
- B. *A Chapter Delegate may not serve concurrently as a delegate for any other delegation.*
- C. *The Chapter, specifically the Chief Delegate, shall notify Association headquarters of the names of Chapter Delegates as required by the Association's policies and procedures including the Standing Rules of the House of Delegates.*
- D. *The Chapter shall be represented in each session of the House of Delegates unless a waiver is approved by the Board.*

Section 2: Election

An election by the membership is held annually to choose the number of delegates to which the Chapter is entitled.

- A. The number of delegates to which the Chapter is entitled, less the chief delegate, shall be elected as half of the delegate complement in odd years, and half in even years by plurality for a term of two years or until the election and installation of their successors, and are eligible for re-election. All newly elected delegates shall assume their duties on January 1 to allow for shadowing and handoff between the incumbent and the newly elected.
- B. The unelected candidates for Delegate shall be ranked in order of votes received and will serve as Alternate Delegates, eligible to fill any vacancies in the Delegate positions in rank order.

Section 3: Duties of Delegates

- A. *To attend the annual and special meetings of the APTA House of Delegates.*
- B. *To present to the House of Delegates such matters as are approved by the Board.*

Section 4: Vacancies

In the case of a temporary indisposition of the Chief Delegate attending the House of Delegates, those delegates attending the session shall elect an acting Chief Delegate.

Should a delegate vacancy or temporary indisposition arise before the House of Delegates convenes, the vacancy shall be filled from the rank-ordered alternate delegate list. If there are no alternate delegates, vacancies will be filled either by appointment of the Board or by carrying a vote.

ARTICLE IX. REPRESENTATIVE TO THE APTA PHYSICAL THERAPIST ASSISTANT (PTA) COUNCIL

Section 1: Qualifications

- A. *The qualifications of the representative shall be as stated in the Association policy.*
- B. *The Chapter shall notify Association headquarters of the name of the representative, as required by the Association.*

Section 2: Election

The PTA Council representative will be nominated and slated for election in odd years. The term is two years. Unelected candidates shall be ranked in order of votes received and will serve as Alternate PTA Council Representatives. If the PTA Council Representative position becomes vacant, the top-ranked Alternate Representative will fill the PTA Council Representative position. If the Alternate Representative list is depleted, the unfilled position will be filled as necessary by appointment of the Board.

The newly elected PTA Council Representative and any alternates shall assume their duties on January 1 to allow for shadowing and handoff between the incumbent and the newly elected.

Section 3: Duties

The duties of the PTA Council representative shall be according to the Association and shall chair the PTA Special Interest Group.

ARTICLE X. REPRESENTATIVE TO THE APTA STUDENT COUNCIL

Section 1: Qualifications

- A. *The qualifications of the representative shall be as stated in the Association policy.*
- B. *The Chapter shall notify Association headquarters of the name of the representative, as required by the Association.*

Section 2: Election

The Student Council Representative shall be elected by the student members annually for a one-year term.

The newly elected Student Council Representative shall assume their duties on January 1 to allow for shadowing and handoff between the incumbent and the newly elected.

Proviso:

The student council representative vacancy for the year 2025 will be filled by appointment of the President. The first elected student council representative will be seated by election and assume their duties on January 1, 2026.

ARTICLE XI. COMMUNITY ENGAGEMENT COORDINATOR

Section 1: Qualifications

Be a PT or PTA member in good standing residing or working within the region for which they are elected to serve.

Section 2: Election

Each region will have a Community Engagement Coordinator (CEC). They will be nominated and slated for election in even years. The term is two years.

The newly elected CEC shall assume their duties on January 1 to allow for shadowing and handoff between the incumbent and the newly elected.

Section 3: Vacancies

Vacancies will be filled as necessary by appointment of the Board.

Section 4: Duties

The CEC, in consultation and cooperation with the Regional Directors, will coordinate regional engagement opportunities within their respective region.

Proviso:

To bridge the CEC composition from the previous bylaws to these bylaws, District Secretaries will be renamed to be CEC and remain in their position until their current term expires and will represent the region which corresponds to the district for which they were elected to serve. Specifically:

- a. District Secretaries who were elected in 2023 will remain in their seat until December 31, 2025.
- b. District Secretaries elected in 2024 will remain in their seat until December 31, 2026.

Should vacancies arise, the Board will appoint a member to fill the vacancy if there is less than one CEC per region.

ARTICLE XII. ELECTIONS

Election of Officers, Directors, Nominating Committee, Council Representatives, CEC, and Delegates shall be held prior to the chapter's Annual Meeting.

A request for nominations for offices due to be vacated shall be electronically posted by the Nominating Committee on the Chapter website at least six months prior to the

Annual Meeting. Names of nominees must be received within ninety days following this initial request.

Forty-five days prior to the Annual Meeting, the Nominating Committee shall prepare a list of candidates which shall be posted electronically on the Chapter website. The listing shall be accompanied by a biography and candidate statement of each candidate. Additionally, mail and electronic ballots shall be made available to the membership. Ballots must allow for write-in votes and shall prominently specify the date by which the ballot must be postmarked or electronically submitted to the Chapter Office to be counted. In order for an election to be complete, ballots (including blanks or abstentions) must be returned from at least 5% of the membership.

The Chapter Office shall be responsible for vetting ballots to ensure they were cast by Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, and Life Physical Therapist Assistant members only.

A plurality vote is necessary for election. Should a tie occur between two or more candidates for any position, a run-off will be held at the Annual Member's Meeting. The election will contain the names of the tied nominees and must allow for write-in votes.

The results of elections shall be announced to the membership within forty-five days of the close of the elections.

ARTICLE XIII. FINANCE

Section 1: Fiscal Year

The fiscal year of the Chapter shall be July 1 through June 30.

Section 2: Limitation on Expenditures

No officer, employee, or committee shall expend any money not provided in the budget as adopted, or spend any money in excess of the budget allotment, except by order of the Board.

Section 3: Reports

The Chapter shall submit its annual financial statements, tax returns, and audit report to the Association as directed by the Association.

ARTICLE XIV. DISSOLUTION

The Chapter shall be dissolved in accordance with the Association's bylaws and applicable state law.

By at least two-thirds vote, the Chapter may be dissolved. All members shall be notified at least three weeks prior to the date of the vote. If the Chapter votes to dissolve

itself, this action shall be reported to the Association Board of Directors.

ARTICLE XV. MISCELLANEOUS

Section 1: Books and Records

- A. *The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and Board committees, and shall keep a record giving the names and addresses of the members entitled to vote.*
- B. *If the Chapter is dissolved, its property and records shall be conveyed to the Association after payment of any bona fide debts. The Association shall not be obligated for any Chapter debts unless the Chapter has been specifically authorized by the Association's Board to act on behalf of the Association.*

Section 2: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, where not in conflict with the Chapter's Articles of Incorporation, bylaws, or other policies, or applicable state law, shall govern meetings and actions of the membership and of the Board.

Section 3: Association as Higher Authority

The Chapter shall submit minutes of all proceedings of its members to the Association within forty-five days of such meeting. In addition, the Chapter shall maintain records related to membership, programming, publications, and other activities and operations, and shall provide them for review by the Association upon request. In addition to the Chapter's corporate articles and bylaws, the Chapter is governed by the Association as its higher authority, the Association's bylaws, standing rules, and all applicable policies and procedures.

Section 4: Amendments

Subject to the provisions of these bylaws, the Chapter's corporate articles, and applicable state law, the power to amend these bylaws and to adopt new bylaws may be exercised by 2/3 vote of membership present and quorum established provided that a copy of the proposed amendment have been mailed or electronically sent to each member at least three weeks prior to the vote.

Amendments may be proposed by any voting member provided they have been submitted in writing to the President and Vice President of the Chapter.

If the intent of an amendment is editorial or to bring the Chapter's bylaws into agreement with those of the Association, the amendment will not require a vote of the Chapter membership.

Corporate articles shall be amended in accordance with state law.

Any amendments to the corporate articles or bylaws of the Chapter shall be submitted to the Association for approval prior to taking effect.

Amendments to the Chapter's bylaws become effective upon approval in writing by the Association's Board of Directors.